

**THOMPSON
HINE**

**Presenting Our Qualifications to
THE COUNTY OF ERIE,
NEW YORK**

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February 7, 2012

Table of Contents

Tab 1	Letter of Introduction
Tab 2	About Thompson Hine and Client Service Pledge
Tab 3	Our Experience <ul style="list-style-type: none">▪ Construction Practice▪ Project Management Consultants
Tab 4	Lawyer Biographies
Tab 5	Fees – Rate Chart
Tab 6	References
Tab 7	Conflicts of Interest
Tab 8	Addendums <ul style="list-style-type: none">▪ Proposer Certification▪ Certificate of Insurance

February 7, 2012

Mr. Michael A. Siragusa, County Attorney
Erie County Department of Law
95 Franklin Street, Room 1634
Buffalo, NY 14202

Dear Mr. Siragusa:

Re: The County of Erie, New York RFP #1202VF

We are pleased to respond to your Request for Proposal (RFP) to serve as Special Counsel to The County of Erie, New York (County), which includes representing the County's interests in all aspects of negotiations, real estate transactions and complex contractual matters related to the County's professional football stadium. I believe the information contained in our response will demonstrate that we are uniquely qualified to provide strategic legal and consulting services in connection with the areas outlined in the County's RFP.

Thompson Hine's Construction practice, one of the largest in the United States, has extensive experience representing owners, developers, design professionals, construction managers, contractors and sureties in connection with all facets of the building industry. Our wholly owned ancillary consulting practice, Project Management Consultants LLC, provides unique services such as partnering facilitation, construction process consulting, financial consulting and owner's representative services.

We have provided counsel and/or representation for nearly 20 projects involving teams from the National Football League, Major League Baseball, National Basketball Association and National Hockey League, as well as minor league and college teams. In particular, we have facilitated the preparation and negotiation of leases and other agreements in connection with facilities including, most recently, Target Field, home of the Minnesota Twins; the new stadium for the San Francisco 49ers; Amway Center, home of the Orlando Magic; and Marlins Park, the new home of the Miami Marlins (f/k/a the Florida Marlins).

We assist in the full range of issues related to stadium and arena construction and management, including:

- Obtaining real property and negotiating purchase agreements
- Preparing and negotiating lease and use agreements between public authorities and sports teams
- Reviewing and commenting on lease, management, development, concession, operating and other agreements
- Selecting a project delivery system based on an analysis of the owner's needs, as well as legal, timing, budget and other constraints
- Assisting with the selection of the project team (i.e., development of the RFQ/RFP selection process and tender documents, management of and/or participation in the selection process)
- Developing and negotiating all design, construction and consulting agreements
- Developing ancillary contract documents, conditions of contract and "process forms"
- Consulting with respect to the design and construction process
- Developing an insurance and risk management program

- Developing an alternative dispute resolution program
- Assisting in negotiations with project lenders
- Providing partnering facilitation services
- Developing, preparing and negotiating project labor agreements, MBE/FBE program, etc.
- Analyzing change orders and claims
- Providing project closeout and post-construction services, including resolution of claims, warranty and similar issues

In addition to our work involving sports facilities, we have experience providing services to governmental entities. For example, we currently represent Cuyahoga County, Ohio in its negotiations of lease and operating agreements in connection with the \$465 million Cleveland Medical Mart & Convention Center, the world's first market facility targeted specifically to the medical and healthcare industry, which is presently under construction in downtown Cleveland.

After you have reviewed our proposal, we would be happy to arrange a face-to-face meeting with you and members of our team to provide additional information about our firm and answer any questions you may have.

Again, thank you for inviting us to participate in this process. We look forward to speaking with you further and hope that we are able to work with you in the future.

Very truly yours,



Jeffrey R. Appelbaum
Partner & Chairman of Construction Law Practice

About Thompson Hine

Established in 1911, Thompson Hine is a business law firm dedicated to superior client service. We have been named a top U.S. law firm for client service excellence for 10 consecutive years in the annual *BTI Client Service A-Team: Survey of Law Firm Client Service Performance*. We also are ranked a 2011 Top 100 Law Firm for Diversity and a Top 100 Law Firm for Women by *MultiCultural Law* magazine.

We represent and counsel a full spectrum of clients – from major public and private corporations to financial institutions, governments, nonprofit organizations, venture capitalists and individual entrepreneurs. We have the experience and resources to handle the most challenging legal issues that businesses face. For example, we have represented more than half of the country's top 50 financial institutions (as measured by the U.S. Federal Reserve), and *The National Law Journal's 2011 Who Represents Corporate America* report names us a "Most Mentioned Firm" for 2010 contract, labor, tort and intellectual property litigation matters handled for Fortune 100 companies in U.S. district courts.

We serve premier businesses worldwide, including:

- AkzoNobel Inc.
- American Chemistry Council, Inc.
- American Steamship Company
- Avery Dennison Corporation
- Buckeye Power, Inc.
- Central Gulf Lines, Inc.
- Central Hudson Gas & Electric Corporation
- CH Energy Group, Inc.
- Chiquita Brands International, Inc.
- Columbus Zoo and Aquarium/Zoombezi Bay
- Crown Equipment Corporation
- The Davey Tree Expert Company
- DDR Corp.
- Eaton Corporation
- Energizer/Eveready
- Exxon Mobil Corporation
- Fifth Third Bank
- Ford Motor Company
- Formica Corporation
- Godiva Chocolatier, Inc.
- Goodrich Corporation
- The Goodyear Tire & Rubber Company
- The Hartford
- Illinois Tool Works
- Jo-Ann Stores, Inc.
- KeyCorp/KeyBank
- LexisNexis
- Limited Brands
- The Lubrizol Corporation
- MeadWestvaco Corporation
- Milacron Inc.
- Mission Essential Personnel LLC
- Morgan Stanley
- Nationwide Mutual Insurance Company
- NetJets Inc.
- Newell Rubbermaid Inc.
- Nordson Corporation
- Office Depot, Inc.
- Parker Hannifin Corporation
- PolyOne Corporation
- PPG Industries
- The Procter & Gamble Company
- R+L Carriers, Inc.
- S.C. Johnson & Son, Inc.
- Shell Oil Company
- Solvay S.A.
- STERIS Corporation
- The Toro Company
- Verizon
- WellPoint, Inc.
- Whirlpool Corporation

Atlanta
Two Alliance Center
3560 Lenox Road, Suite 1600
Atlanta, Georgia 30326-4266
404.541.2900

Cleveland
3900 Key Center
127 Public Square
Cleveland, Ohio 44114-1291
216.566.5500

Dayton
Austin Landing I
10050 Innovation Drive, Suite 400
Dayton, Ohio 45342
937.443.6600

Washington, D.C.
1920 N Street N.W., Suite 800
Washington, D.C. 20036-1600
202.331.8800

Cincinnati
312 Walnut Street, 14th Floor
Cincinnati, Ohio 45202-4089
513.352.6700

Columbus
41 South High Street, Suite 1700
Columbus, Ohio 43215-6101
614.469.3200

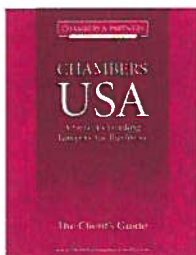
New York
335 Madison Avenue, 12th Floor
New York, New York 10017-4611
212.344.5680

Reputation and Track Record

The vast majority of our clients are “repeat customers” – once they have experienced our commitment to exceptional client service, they continue to turn to us as trusted counsel. Thompson Hine has received numerous accolades and recognition including:



- Thompson Hine, consistently recognized for outstanding client service for 10 consecutive years, was again named as a top law firm in the country for client service excellence in *The BTI Client Service A-Team 2012: Survey of Law Firm Client Service Performance*.
- Thompson Hine LLP was named as one of the top two law firms in the country for client service and the only firm ranked in the top tier for “Provides Value for the Dollar,” according to the *2011 BTI Client Service A-Team: Survey of Law Firm Client Service Performance*, a report issued by The BTI Consulting Group, Inc. The independent report evaluates law firm performance based exclusively on client feedback from general counsel and C-level executives across the country. Thompson Hine has been ranked among the firms on The BTI Client Service A-Team for nine consecutive years. The firm was named among the top-tier “Best of the Best” performers in eight categories that drive superior client relationships:
 - Client Focus
 - Understands the Client’s Business
 - Provides Value for the Dollar
 - Regional Reputation
 - Unprompted Communication
 - Keeps Clients Informed
 - Meets Scope and Budget
 - Anticipates the Client’s Needs
- A recent national survey of corporate counsel ranks Thompson Hine LLP among select law firms that are “prominently recommended.” Corporate counsel identify Thompson Hine among firms that are “Litigation Powerhouses,” and it is hailed as a “standout” firm in both product liability and securities litigation. In addition, Thompson Hine is one of the top firms clients turn to for intellectual property litigation services. The BTI Consulting Group’s *Litigation Outlook 2011* report is based on telephone interviews between April and August 2010 with more than 300 general counsel from Fortune 1000 companies, as well as in-house litigation counsel and litigation practice leaders at AmLaw 200 firms. The BTI report identifies the best opportunities, prospects and law firms in litigation.
- Thompson Hine lawyers are again recognized for their commitment to client service excellence in a national survey of corporate counsel, *The 2012 BTI Client Service All-Stars*. David J. Hooker and Derek D. Bork have been named Client Service All-Stars by The BTI Consulting Group. This is the seventh year Thompson Hine lawyers have been named to the list.



- Thompson Hine continues to receive top honors in *Chambers USA*. In the 2011 edition of *Chambers USA: America's Leading Lawyers for Business*, 40 Thompson Hine lawyers were named as leaders in their fields at the national and regional levels. The firm was recognized as a national leader in Construction, Transportation: Multi-modal, Transportation: Rail (for Shippers) and Transportation: Road (Carriage/Commercial). The firm also received recognition in the following categories of practice in Ohio: Banking & Finance, Bankruptcy/Restructuring, Construction, Corporate/M&A, Employee Benefits & Executive Compensation, Intellectual Property, Litigation: General Commercial, Natural Resources & Environment and Real Estate.



- The American Lawyer* named Thompson Hine to its A-List 2010, which ranks the top 200 firms in the country based on criteria including pro bono work, associate satisfaction and diversity, providing a collective measurement of the most successful and committed firms in the United States.



- Thompson Hine again earned national and regional recognition in the 2011-2012 edition of "Best Law Firms," a report released by U.S. News Media Group and Best Lawyers. The report, compiled by surveying thousands of law firm clients and lawyers, ranks firms based on criteria such as expertise, responsiveness, understanding of a business and its needs, cost-effectiveness, civility and whether a client or lawyer would refer business to a firm.



- Three of the firm's practices are recognized in the 2011 edition of *The Legal 500 United States*, a directory of peer- and client-recommended firms, practices and lawyers used by clients throughout the country to guide their selection of lawyers and law firms. Thompson Hine's Corporate Transactions & Securities practice ranks nationally for mergers, acquisitions and buyouts, recognized for its experience with emerging, middle-market and large established businesses, both public and private, as well as a variety of investment funds and professionals. The firm's Construction practice also ranks nationally, earning praise for its bench strength, value for the dollar, high level of construction competence and handling of contentious matters worth many millions of dollars nationwide. Also ranked nationally is the firm's Real Estate practice, cited for its successful completion of a wide variety of transactions in 2010, including property acquisitions, build-to-suit and joint venture developments, restructurings, workouts, foreclosures and loan modification deals. In addition, 12 Thompson Hine lawyers are recommended by name in the directory.



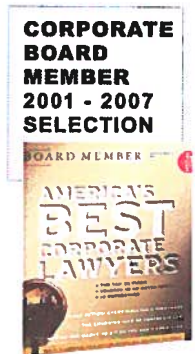
- Thompson Hine was named to *MultiCultural Law* magazine's 2011 rankings of the Top 100 Law Firms for Diversity and the Top 100 Law Firms for Women, providing national recognition for the firm's leadership in promoting diversity and advancing women within the legal profession. This is the third year the firm was recognized.



- Eighty-one lawyers from Thompson Hine were selected by their peers for inclusion in the 2012 edition of *The Best Lawyers in America*[®].



- Thompson Hine lawyers in Georgia, New York, Ohio and Washington, D.C. offices have been selected for inclusion in the 2011 edition of *Super Lawyers*.



- Thompson Hine has been recognized as one of the Best Corporate Law Firms in America (in an annual survey of corporate directors conducted by *Corporate Board Member* magazine).



- Lawyers from our firm have been honored with the Burton Award for Legal Achievement, recognizing excellence in legal writing.

Client Service Pledge

What Our Clients Can Expect From Us

1. We will know your business.

We make it our business to understand your business. We will invest our time and resources to develop and maintain knowledge of the dynamics that impact both your industry and your organization. Understanding your business will help us provide better counsel to you.

2. We will plan our engagements with you.

We know that clients differ in their goals, risk tolerance and a variety of other factors that must be taken into consideration before work can begin on any matter. At the beginning of every significant matter, we will work with you to develop a plan to meet your strategic goals. By agreeing on a plan at the beginning—and adjusting it as needed—we will stay focused on what is most important to you.

3. We will manage your work as if we were the client.

We will work with you to manage your costs. We will staff every matter with the right resources, and we will manage the work as if we were the client—delivering the highest quality of service on time and in the most cost-effective manner.

4. We will be available when you need us.

We recognize that you often need to make swift decisions and act quickly. We will be ready to act for you when you need us, and we will make ourselves available wherever and whenever necessary.

5. We will communicate often.

Our goal is that you will never be surprised about developments in anything we are handling. We will provide regular updates on the progress of your matters, including all significant developments and changes to scope, timeline or budget.

6. We will provide the highest-quality counsel.

Above all else, we stand for the highest quality. Our lawyers, paralegals and staff take pride in the work they do. From the boardroom to the courtroom, you can count on Thompson Hine for the highest-quality service.

What Our Clients Can Do To Help

1. We ask you to share your goals.

The more we know about your goals, the better we can manage our services to help you attain them. If your goals change as a matter progresses, we ask that you tell us, so we can adjust our approach to meet your expectations.

2. We want to know your preferences for working with us.

We ask you to tell us your preferred methods of communication, invoice and billing procedures, and anything else that is important to you, so that we can deliver our service the way you want it.

3. We need your feedback.

We want your feedback on our performance so that we can continue to meet and exceed your expectations.

Construction Practice

About the Group

Our Construction group is one of the largest in the United States. We have extensive experience representing owners, developers, design professionals, construction managers, contractors and sureties in connection with all facets of the building industry. Lawyers in the group are nationally recognized for their ability to resolve claims through mediation, arbitration or litigation. As transactional lawyers, we have served in the role of project counsel for billions of dollars of construction at sites across the United States. Through Project Management Consultants, a wholly owned ancillary consulting practice, we provide unique services such as partnering facilitation, construction process consulting, financial consulting and owner's representative services.

Representative Services

Our Construction group has experience in all aspects of construction, providing service to clients from a project's inception to final construction. Some of the services we offer include:

- Front-end service, including conceptualization, negotiation and drafting of construction documents, negotiation of construction and design professional agreements, and project management consulting for a wide variety of projects.
- Preparation and negotiation of agreements on behalf of architects, engineers, owners and contractors.
- Advising local government authorities and public owners on project delivery systems.
- Project management consulting involving such varied projects as regional shopping malls, industrial projects, power plants, offices, hotels and sports venues such as National Football League stadiums, Major League Baseball parks, National Basketball Association arenas and National Hockey League arenas.
- Partnering facilitation services for public and private schools, hospitals, newspaper production facilities, office buildings, government agencies, non-profits, stadiums and arena projects.
- Acting as project management consultant responsible for setting up project delivery systems, contractual formats, insurance and risk programs and providing related services for major construction projects.
- Litigation and/or arbitration of construction disputes.

Representative Projects

Transactional Matters

- San Francisco 49ers, California
- Minnesota Twins Target Field, Minnesota
- Orlando Magic Amway Center, Florida
- Golden State Warriors Arena, California
- Nationwide NHL Arena, Ohio
- Gateway-Jacobs Field and Gund Arena, Ohio
- Cleveland Medical Mart and Convention Center, Ohio
- The Ohio State Medical Center, ProjectONE, Ohio
- Cleveland Hearing & Speech Center new headquarters, Ohio

- Museum of Contemporary Art Cleveland (MOCA), Ohio
- Gallium Production Plant, Australia
- Severance Hall Renovation and Addition, Ohio
- Dayton Daily News Production Facility, Ohio
- The Rialto Project, Georgia
- Key Center Office Tower, Ohio
- Marriott Hotel, Ohio
- Marriott Hotel, Indiana
- Akron General Medical Center Ohio
- BP America Parking Garage, Ohio
- Society-Marriott Garage, Ohio
- Pier House Hotel, Florida
- Health Hill Hospital, Ohio
- Nautica Phase II Powerhouse Project, Ohio
- Renaissance Center, Ohio
- Symphony Towers, California
- Carew Tower Retail Renovation, Ohio
- The Allen Theatre, Ohio
- National Power Cooperative, Ohio
- A.M. McGregor Nursing Home, Ohio
- Portland Natural Gas Transmission System (Boston to Canada Pipeline Project)

Other Projects

- Litigated numerous matters involving facilities valued in the hundreds of millions of dollars.
- Successfully mediated a \$30 million dispute between a major design professional and a joint venture of a Fortune 500 company.
- Obtained a \$4.2 million mediation and a \$500,000 mediation result arising out of the renovation of the Ohio Statehouse.
- Obtained \$2.7 million award relating to defective design and administration of a bridge.
- Represented a municipality in the defense of a multimillion-dollar claim for extra work, delay and disruption.
- Provided partnering facilitation services for multimillion-dollar Ohio School Facilities Commission school construction projects.
- Represented contractor in a claim against the federal government for wrongful default termination and claims for additional cost.
- Represented surety in project default, bond claims and indemnity actions.
- Provided litigation and arbitration counsel services to owner and developer of Tower City Avenue, Ritz-Carlton and Skylight Office Towers.
- Provided litigation counsel services to general contractors on various water and wastewater treatment facilities.
- Represented contractor in successfully setting aside the award of a contract in violation of competitive bidding.
- Mediated million-dollar settlement between surety and Veterans Administration at U.S. Court of Federal Claims.
- Represented unsuccessful bidder in Navy procurement, resulting in overturning two GAO decisions and U.S. District Court decision, and payment of bid and proposal costs and attorneys' fees.

- Represented a municipality defending claims by a contractor for differing site conditions on an EPA and FMHA-funded project.
- Represented a bridge contractor on a multimillion-dollar claim for extras involving the construction of a bridge.

Project Management Consultants

Project Management Consultants LLC (PMC) is a multidisciplinary organization consisting of seasoned construction professionals, including licensed designers and engineers who formerly served in the roles of architect, engineer and construction manager, as well as experienced financial strategists, and construction lawyers. PMC was founded in 1997 as a wholly owned subsidiary of the law firm Thompson Hine LLP. Jeff Appelbaum, the founder and managing director, has more than 30 years of construction law experience and recognized the need for consulting services beyond legal representation to satisfy the project management needs of owners. In establishing PMC, Appelbaum created a team of professionals with extensive experience in design, finance, construction consulting, construction management, partnering facilitation and owner's representative services. We provide four primary services to the construction industry:

Project and risk management consulting. In the role of project management consultant, we are responsible for determining and implementing a project delivery approach and risk management programs, negotiating key project agreements and analyzing critical project parameters. We have provided these services for a number of stadiums, museums, arenas and community impact projects, as well as institutional, commercial and industrial facilities. PMC has served as project counsel or project delivery and risk management consultant for dozens of projects, including the new Busch Stadium in St. Louis, the new Minnesota Twins' Target Field, the Orlando Magic's Amway Center, Pittsburgh Pirates' PNC Park, the Miami Marlins' new ballpark, Chicago Bears' Soldier Field Stadium and the Carnegie Science Center in Pittsburgh.

Design and construction partnering facilitation and mediation. Partnering is a project method that is implemented at the beginning of a project to promote consistent, rational and positive communication. PMC's professional facilitators work with the project team to establish working relationships and communication channels. Collaboratively defining roles, schedules and objectives early on improves the quality of the project and reduces disputes. We have provided these services for hundreds of projects throughout the United States. Our clients include governmental agencies, institutional and nonprofit organizations, and private owners. PMC has provided services for such diverse clients as The Ohio State University (Stadium Renovation Project), Ohio School Facilities Commission, Cleveland Orchestra, Cleveland Botanical Gardens, California Academy of Sciences in San Francisco, St. John's Health Center in Santa Monica, National September 11 Memorial and Museum, the Minnesota Twins and multiple Veterans Administration projects nationally.

Owner's representation. As owner's representative, PMC performs as the owner's agent, furnishing our best skills and judgment to accomplish a quality-controlled project on time and within budget. We monitor and advise the owner regarding the status of the project schedule and project cost, as well as the quality of construction. PMC has served as owner's representative for a variety of projects across the country, including nonprofit organizations, museums, libraries, assisted living/care facilities, stadiums, schools, office buildings and parking facilities. We have provided this service for clients such as the Pittsburgh Pirates (PNC Park), The A.M. McGregor Home, Cleveland Heights-University Heights Public Library, Rock and Roll Hall of Fame and Museum (Museum Archives), Cleveland Hearing & Speech Center, Cleveland Museum of Contemporary Art (MOCA), city of Warrensville Heights, Cleveland State University, and the Cleveland Medical Mart and Convention Center project.

Public and private financing consulting. PMC provides assistance in obtaining public/private financing for real estate development, assisting clients in identifying financing and other strategies necessary to facilitate project objectives. Some of our most recent clients include Developers Diversified Realty Corporation, Fairmount Properties, University Circle Incorporated, LifeBanc and Flats East Development LLC.

Stadium and Arena Projects: Scope of Services

Typical project management services provided by PMC on stadium and arena projects include the following:

- Preparation and negotiation of deal documents, such as development agreement, lease or use agreement, licensing agreement, and other management, operating, concession and other agreements.
- Selection of project delivery system.
- Assistance with selection of project team (including preparation of request for proposal documents, related exhibits, establishing selection process methodology, hosting selection meetings, etc.).
- Development of design, construction and consulting agreements.
- Development of ancillary contract documents and conditions of contract.
- Development of insurance and risk management systems.
- Consultation with respect to design and construction process throughout design and construction phase.
- Facilitation of guaranteed maximum price (GMP) to better define scope of work for bidding and construction.
- Development of alternate dispute resolution systems.
- Partnering facilitation services.
- Change order and claims analysis.

Stadium and Arena Experience

PMC consultants Jeff Appelbaum, Pat Sweeney, Alan Ritchie and Heather Stakich have served as project or construction counsel or lead management consultant (for project structure, contracting and risk management) for more than a dozen of the most significant sports facilities projects constructed in North America during the past 15 years.

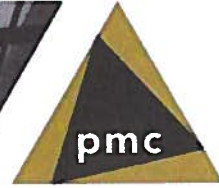
With respect to NFL stadiums, PMC provided risk management and project delivery consulting services for the Soldier Field Adaptive Reuse Project in Chicago. PMC is currently serving as project legal consultant for the new San Francisco 49ers Football Stadium. Appelbaum has also provided consulting and claims management services on other major NFL projects.

With respect to Major League Baseball, Appelbaum and Sweeney served as project construction counsel for Jacobs Field in Cleveland. After the formation of PMC, the two went on to serve as lead management consultants for PNC Park in Pittsburgh, New Busch Stadium in St. Louis and the Kansas City Royals' Kauffman Stadium renovation. They were also hired as consultants for the Minnesota Twins' new Target Field and the proposed new Charlotte Knights Baseball Stadium. PMC is currently serving in the same role for the Florida Marlins' new retractable roof ballpark project, located in Miami. In addition, Appelbaum served on the Dispute Review Board for Miller Park in Milwaukee, and the firm has

consulted on a number of other Major League Baseball ballpark projects with respect to claims evaluation and in other related services.

PMC has a similar track record with arena projects. After serving as construction counsel for Gund Arena (n/k/a Quicken Loans Arena) in Cleveland, Appelbaum and Sweeney went on to provide project counsel services for the Golden State Warriors in conjunction with their arena renovation project in Oakland, California. Subsequently, they served as project counsel for the new Nationwide NHL Hockey Arena in Columbus. PMC has also provided management consulting services for the Xcel-Energy Center in St. Paul, Minnesota, and Lucas County's Huntington Center Arena in Toledo, Ohio. Current projects include the Orlando Magic's new Amway Events Center and the Pittsburgh Penguins' Consol Energy Center.

More information regarding our stadium and arena experience can be found in the project profiles on the following pages.



project profile

target field
minneapolis, minnesota



client

Minnesota Twins

project cost

\$412 Million

project team

Design Architect • HOK Sport

Construction Manager • M. A. Mortenson Company

pmc role

Project legal counsel and management consultant responsible for preparation and negotiation of "deal documents" (including Development Agreement, Lease and Use Agreement, and related documents); conceptualization and implementation of project delivery system; preparation and negotiation of all design and construction contracts; design and implementation of risk management and insurance system; claims resolution; and partnering facilitation.



project profile

san francisco 49er's
new football stadium
san francisco, california



HNTB Architecture Inc.



client

San Francisco 49er's

project cost

\$600 - \$850 Million

project team

Design Architect • Howard, Needles, Tammen & Bergendoff California
Architects • (HNTB)

Owner's Rep • John Wasson, Columbus Consulting Group

Design Builder • Turner Construction Company

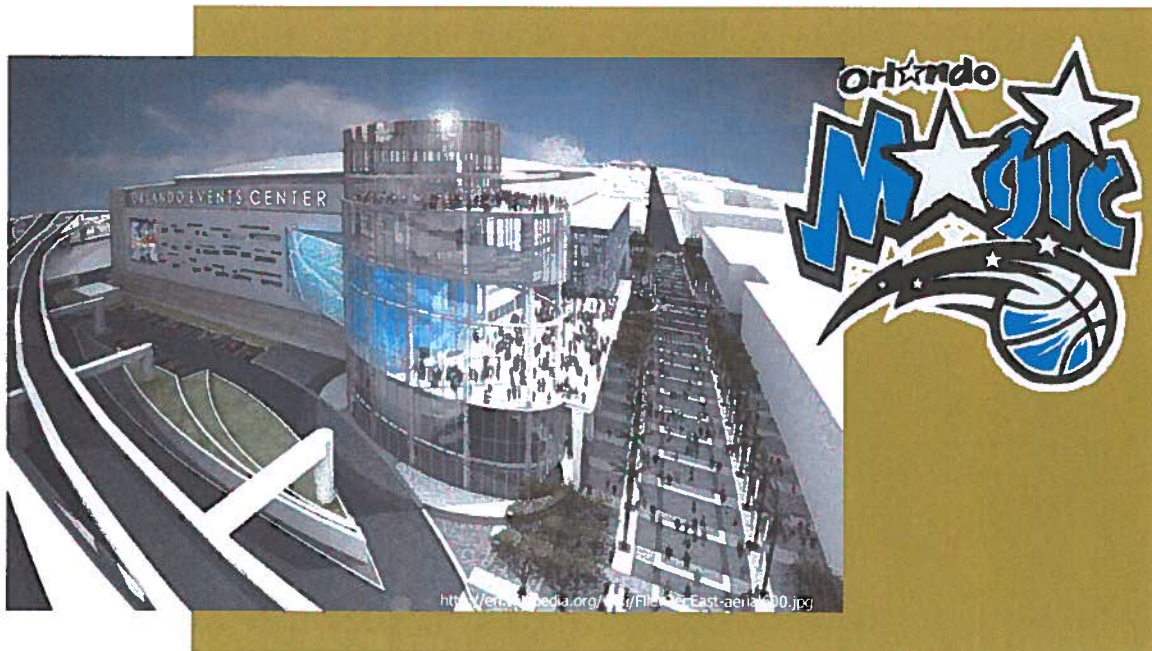
pmc role

Project management and legal consultant responsible for selection and implementation of project delivery system; preparation and negotiation of all design and construction contracts; design and implementation of risk management and insurance system; and claims resolution



project profile

orlando amway center
orlando, florida



client

Orlando Magic, Ltd.

project cost

\$480 Million

project team

Design Architect • HOK Sport

Construction Manager • Hunt Construction Group, Inc.

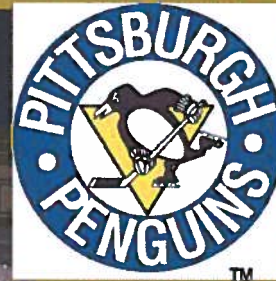
pmc role

Conceptualization and implementation of project delivery system; design and implementation of risk management and insurance program; project legal and management consultant responsible for preparation and negotiation of Architect's Agreement, Construction Manager's Agreement, General Conditions, Program Management Agreement, and consultation respecting other documents, such as the Project Construction Agreement and Lease Agreement; claims review and resolution.



project profile

pittsburgh penguins
consol energy center
pittsburgh, pennsylvania



<http://en.wikipedia.org/wiki/File:PenguinsArena.jpg>

client

Lemieux Group L.P. / Pittsburgh Penguins

project cost

\$380 Million

project team

Design Architect • HOK Sport

Construction Manager • P.J. Dick-Hunt, a Joint Venture

pmc role

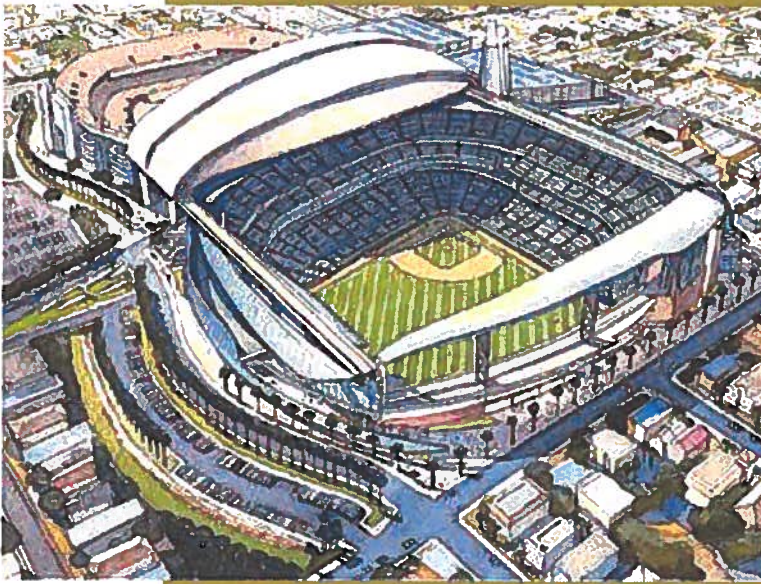
Conceptualization and implementation of project delivery system; design and implementation of risk management and insurance system; project legal and management consultant responsible for preparation and negotiation of Architect's Agreement, Construction Manager's Agreement, General Conditions, Program Management Agreement, and consultation respecting other documents, such as the Development Agreement and Lease Agreement; claims review and resolution.



pmc

project profile

florida marlins
new retractable roof ballpark
miami, florida



client

Florida Marlins

project cost

\$500 Million

project team

Design Architect • HOK Sport

Construction Manager • Hunt/Moss Joint Venture

project role

Project management and legal consultant responsible for assistance with development and financing agreements; selection and implementation of project delivery system; preparation and negotiation of all design and construction contracts; design and implementation of risk management and insurance system; claims resolution and facilitated GMP.



project profile

pnc park
pittsburgh, pennsylvania



client

Pittsburgh Pirates

project cost

\$225 Million

project team

Bridging Architect • HOK S.V.E.
Design Builder • Dick | Barton Malow

pmc role

On-site Owner's representation; Project management and legal consultant responsible for assistance with development and financing agreements; selection and implementation of project delivery system; preparation and negotiation of all design and construction contracts; design and implementation of risk management and insurance system; claims resolution



Jeffrey R. Appelbaum

**Managing Director, Project Management Consultants, LLC
Partner/Chairman of Construction Law Group, Thompson Hine LLP**

Partner Construction

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127 Public Square
Cleveland, Ohio 44114-1291
Email: Jeff.Appelbaum@ThompsonHine.com
Phone: 216.566.5548 / Fax: 216.566.5800

Professional Experience

For over 30 years, Jeff has served the construction industry in the varying roles of trial and transactional attorney, project counsel, project management consultant, mediator and partnering facilitator. Jeff has provided distinguished service to public and private owners, design professionals, construction managers and contractors on important projects throughout the United States and Canada. He has served as project management consultant or project counsel for over 75 projects involving billions of dollars of construction. He has served as lead trial lawyer for dozens of cases involving hundreds of millions of dollars of disputed claims. During the past five years, he has facilitated over 150 partnering sessions and served as mediator for successful resolution of over 100 major construction claims.

Representative Matters

Services as Project Counsel – Representative Projects

- Big Stone Power Plant II, Super Critical Coal Fired Power Plant/South Dakota (Construction and Risk Management Counsel)
- Gateway-Jacobs Field and Gund Arena/Cleveland, OH
- Golden State Warriors Arena/San Francisco, CA
- Nationwide NHL Arena/Columbus, OH
- 49ers NFL Stadium/San Francisco, CA
- Key Center/Cleveland, OH
- Marriott Hotel/Cleveland, OH
- Severance Hall Renovation and Addition/Cleveland, OH
- Dayton Daily News New Production Facility/Dayton, OH
- Portland Natural Gas Transmission System (Boston to Canada Pipeline Project)
- Crawford Museum of Transportation & Industry/Cleveland, OH
- The Rialto Project/Atlanta, GA
- Akron General Medical Center/Akron, OH
- Great Waters Aquarium/Cleveland, OH (not built)
- AmeriTrust Center/Cleveland, OH (not built)
- BP America Parking Garage/Cleveland, OH

- Society-Marriott Garage/Cleveland, OH
- Marriott Hotel/South Bend, IN
- Pier House Hotel/Key West, FL
- Symphony Towers/San Diego, CA
- The A.M. McGregor Home/Cleveland, OH
- Renaissance Center/Cleveland, OH
- Carew Tower Retail Renovation/Cincinnati, OH

Services as Project Management Consultant – Representative Projects

- Minnesota Twins New Ballpark/Minneapolis, MN
- Orlando Events Center/Orlando, FL
- Pittsburgh Penguins New Arena/Pittsburgh, PA
- Florida Marlins Retractable Roof Ballpark/Miami, FL
- Kansas City Royals, Kauffman Stadium Expansion and Renovation Project/Kansas City, MO
- San Francisco 49ers Football Stadium/San Francisco, CA (2005 project)
- St. Louis Cardinals New Ballpark/St. Louis, MO
- Minnesota Wild NHL Arena/St. Paul, MN
- Soldier Field/Chicago, IL
- Toledo Mud Hens New Ballpark/Toledo, OH
- Pittsburgh Pirates New Baseball Park/Pittsburgh, PA
- Science Center Expansion for the Carnegie Museums/ Pittsburgh, PA
- Juvenile Intervention Facility/Cuyahoga County, OH

Services as Partnering Facilitator – Representative Projects

- Over 100 Ohio Public School Projects Funded by the Ohio School Facilities Commission
- Ohio State University – New Psychology Building/Columbus, OH
- Ohio State University – Mechanical Engineering Building/Columbus, OH
- Ohio State University – Larkins Hall/Columbus, OH
- Ohio State University Aronoff Laboratory of Biological Sciences/Columbus, OH
- Ohio State University Football Stadium Renovation/Columbus, OH
- St. John's Health Center/Santa Monica, CA (Incentive Partnering)
- Medina City School District High School Addition and Renovation Project/Medina OH
- University Hospitals New Bed Tower Project/Cleveland, OH
- Cuyahoga Community College New Classroom Building/Cleveland, OH
- Dayton Daily News Newspaper Production Facility/Dayton, OH
- New Strongsville Municipal Center/Strongsville, OH
- Crawford Museum of Transportation & Industry/Cleveland, OH
- Hawken School/Gates Mills, OH
- The A.M. McGregor Home/Cleveland, OH

Education

- Cornell University Law School; J.D.; 1977; *cum laude*
- Cornell University; B.A.; 1974; with distinction

Professional Associations

- American Arbitration Association Large and Complex Case Panel of Arbitrators
- American Bar Association, Forum Committee on Construction Industry; Insurance, Negligence and Compensation Section; Litigation Section
- Ohio State Bar Association, Judicial Administration and Legal Reform Committee
- Cleveland Metropolitan Bar Association, Fee Mediation and Arbitration Committee
- Ohio Contractors Association
- United States District Court, Northern District of Ohio, ADR Panel
- Cuyahoga County Common Pleas Court Mediation Panel
- Board of Directors, Western Reserve Historical Society
- Leadership Cleveland Class of 1997

Publications

- Co-Author · *The Rights and Responsibilities of the Architect-Engineer Under Ohio Law* · Cambridge Institute · 1987 and 1988 editions
- Co-author, "Owner-Construction Manager Agreement," Chapter 7 · *Construction Renovation Formbook* · Wiley Law Publications · 1991
- Author, "Bridging the Design-Build Gap" · *Communique* · Winter 1996
- Author, "Building Gateway: The Role of Project Construction Counsel" · *Cleveland Bar Journal* · July 1994
- Co Author, "Building Gateway: Resolving Labor and Employment Issues" · *Cleveland Bar Journal* · September 1994

Presentations

- "PNC Park: Structuring a Successful Project Delivery and Risk Management Approach," segment of "Guess Who's Coming to Town? Stadiums, Arenas, Malls and More: The Community Impact Project, Plenary Session I - Big Building Boom in the 'Burgh: Pirates, Steelers, Conventions and More"; American Bar Association, Forum on the Construction Industry, 2001 Annual Meeting, New Orleans, LA; 04/26/01
- "Insuring and Bonding the Design/Build Project," segment of "Withstanding the Tremors: The Golden Rules for a Rock-Solid Design/Build Project"; American Bar Association, Forum on the Construction Industry & TIPS Fidelity & Surety Law Committee's Joint Midwinter Program, San Francisco, CA; 01/25/07
- "The Merger of BIM & Project Delivery: To Be or Not To Be?"; Risk Management Seminar, Professional Concepts Insurance Agency, East Lansing, MI; 06/25/08
- "Opportunity for Integrated Project Delivery – for all Design Disciplines," segment of "Market Trends – How to Respond and Develop the A/E Firm of the Future," "All Ohio Convocation"; Columbus, OH; 04/24/08
- "The Archway to Success: Design-Build in Mid-America, St. Louis Cardinals Ballpark Project," segment of "Advanced Design-Build & Bridging Strategies"; Design-Build Institute of America; Indianapolis, IN; 03/20/08

- “The Merger of BIM and Project Delivery: To Be or Not To Be?”; Old National Insurance Company, Indianapolis, IN; 03/04/08
- “Managing Construction Projects in Ohio”; Lorman Education Services, Columbus, OH; 12/07; 11/06; 11/05
- “The Merger of BIM and Project Delivery: To Be or Not To Be?”; PLAN Annual Meeting, Cleveland, OH; 09/28/07
- “Tricks, Traps and Ploys Used in Construction Scheduling”; Lorman Education Services, Cleveland, OH; 3/07; 12/05; 12/04
- “What To Do When Construction Projects Go Bad in Ohio”; Lorman Education Services, Columbus, OH; 9/19/06
- “You’re Blaming Me – A/E Responsibility for Delay and Disruption Claims”, “All Ohio Convocation”; Columbus, OH; 05/05/05
- “Standard of Care, Betterment and Other Misunderstood Concepts,” segment of “Change Orders in Ohio,”; Lorman Education Services, Columbus, OH; 01/25/05
- “Professional Liability and Contracts for Consulting Engineers,” segment of “Essential Skills for Design Firm Management,”; American Council of Engineering Companies (ACEC), Columbus, OH; 11/18/04
- “Putting Lawyers Out of Business: Jobsite Alternative Dispute Resolution (the OSFC Experience)”; dinner presentation for the American Society of Estimating Engineers, Cleveland, OH; 11/16/04
- “Arbitrator Selection, Large Firm Considerations”; American Arbitration Association Breakfast Eye-Opener, Cleveland, OH; 10/13/04
- “Achieving Success on Public Sector Projects, Recent Trends in Ohio Public Works Construction Law,” segment of “Construction Claims for Public Entities,”; Lorman Education Services, Cleveland, OH; 09/22/04
- “Construction Management/Design-Build in Ohio,”; Lorman Education Services, Independence, OH; 07/27/04
- “Arbitration Awards: Safeguarding, Deciding and Writing Awards,”; American Arbitration Association Training Workshop, Cleveland, OH; 06/10/04
- “Achieving Success on Public Sector Projects, An Examination of Emerging Risk Management Methods (With Special Emphasis on the OSFC Construction Program),”; segment of 2004 Ohio State Bar Association Annual Convention, Cleveland, OH; 05/14/04
- “Arbitrator Ethics,”; American Arbitration Association Training Workshop, Cleveland, OH; 02/24/04
- “What Owners Need to Know About Delay and Disruption Claims,” segment of “The ‘Owner’s’ Construction Superconference,”; San Francisco, CA; 12/11/03
- “Successful Use of Bridging for Design/Build,” segment of “Inside Design/Build: Growing Trends, Successful Solutions,”; sponsored by the Design-Build Institute of America, Society for Marketing Professional Services and American Society of Civil Engineers, Cleveland, OH; 9/18/03
- “Strategic Alliances and Partnership,”; presentation as panelist at AIA Akron Chapter Meeting, Canton, OH; 03/20/03

- Presentation on Risk Management, segment of Ohio Builds 2002 Convention,; Columbus, OH; 09/24/02
- “Making the Right Plays,”; The Eighth Annual Market Trends Program for Architects, Engineers and Construction Managers, sponsored by Thompson Hine LLP and Selvaggio Teske & Associates, Cincinnati, OH 8/1/02; Cleveland, OH; 8/6/02
- “A Brief Examination of a Really Cool Integrated Risk Management and Contractor Default Insurance Program that May Never Again Be Available in the Post-9/11 Era”; ; segment of Columbus Bar Association Construction Law Seminar, Columbus, OH; 02/04/02
- Sponsor’s Address at 2001 National Convention of the Society of American Registered Architects;; Cleveland, OH; 10/20/01
- “Ohio Construction Law: Can This Job Be Saved? Creative Strategies for Project Completion & Litigation Avoidance”; Cleveland, OH, 06/07/01; 02/08/99; 10/28/98
- “Managing Divergent Constituencies During the Construction Process”; presentation at the 45th Annual Ohio School Boards Association Capital Conference and Trade Show, Columbus, OH; 11/14/00
- “Partnering in Construction Administration”; segment of the Central Ohio Construction Expo, sponsored by The Builders Exchange of Central Ohio, Columbus, OH; 03/16/00
- “Construction Wrap-ups: The Good, the Bad, and the Ugly” (panelist); Minnesota Chapter, Risk and Insurance Management Society, Minneapolis, MN; 04/20/99
- “Managing Construction Risks: The Role of Project Counsel”; Annual Seminar, Construction Law Committee, Columbus Bar Association, Columbus, OH; 12/08/98
- “Managing Construction Costs: Opportunities and Obligations for the Design Professional”; General Session of the 10th Annual Convocation of the Design Professionals Risk Control Group, Palm Springs, CA; 11/14/98
- “A Glimpse into the Crystal Ball — What to Expect in the New Millennium”; segment of “Year 2000: Dispute Avoidance and Resolution,” American Arbitration Association’s Construction Alternative Dispute Resolution Day 1998, Cleveland, OH; 11/10/98
- “Legal Aspects of Managing Risk on Major Construction Projects,” segment of Nationwide Insurance 1998 Insurance Law Seminar Series; Columbus, OH; 10/19/98
- “Managing Construction Costs: Opportunities and Obligations for the Design Professional”; DPIC Insurance Companies and DenMark Insurance Services, Cincinnati, OH 08/04/98; Cleveland, OH 08/05/98
- “Exculpatory and Risk Shifting Clauses”; segment of the American Arbitration Association’s 1998 Spring Construction Industry Alternative Dispute Resolution Program, Cleveland, OH; 03/13/98
- “New Directions in Public and Private Contracting — Year 2000”; segment of the American Arbitration Association’s 1998 Spring Construction Industry Alternative Dispute Resolution Program, Cleveland, OH; 03/13/98

- “Bridging the Design-Build Gap”; presentation to Akron Chapter, American Institute of Architects, Akron, OH; 10/21/97
- “Real Partnering”; DenMark Insurance Services, Cleveland, OH; 08/05/97
- “Bridging the Design-Build Gap”; segment of Design/Build — Emerging Trend in Construction Contracts, sponsored by Insight Information Inc., Calgary, Alberta, CANADA 06/20/97; Toronto, CANADA 02/28/97
- “The Partnering Process and Dispute Review Boards”; segment of the American Arbitration Association’s Construction Industry Seminar on Risk Management, Cleveland, OH; 03/07/97
- “Project Counsel Case Study”; segment of Session 913, “New Opportunities for Lawyers as Project-Counsel”, The Construction Superconference, San Francisco, CA; 12/13/96
- “Controlling Construction Costs”; 1996 CUED Annual Conference, National Council for Urban Economic Development, Cleveland, OH; 10/01/96
- “The Current Legal Environment in Ohio”; The DenMark Group, Columbus, OH; 08/08/96
- “Bridging and Construction Management in a Design-Build World”; DPRCG Sixth Annual Loss Prevention Convocation, San Antonio, TX; 11/10/95
- “Project Delivery Formats and the Design-Build Trend”; segment of “Commercial Construction Contracts: Current Issues and Forms,” Cleveland Bar Association 17th Annual Real Estate Law Institute, Cleveland, OH; 11/03/95
- “Ethics & Disclosure,” segment of “Managing the Arbitration Process”; Introductory Arbitrator Training Workshop, American Arbitration Association, Cleveland, OH; 11/03/95
- “Design/Build and Construction Management: Opportunities for the Design Professional”; The DenMark Group, Cleveland, OH; 07/27/95
- “Construction Process”; The Cleveland Foundation for Architecture’s Annual Meeting, Cleveland, OH; 06/26/95
- “Alternative Dispute Resolution: Can It Benefit In-House Counsel?”; The Price Waterhouse General Counsel Forum, Cleveland, OH; 06/06/95
- “Claims Avoidance”; segment of Cleveland Engineering Society’s 43rd Annual Design/Construction Conference, Cleveland, OH; 10/25/94
- “Advanced Construction Arbitrator Training”; American Arbitration Association, Cleveland, OH; 09/23/94; 05/10/94
- “Department of Administrative Services Contract Review Seminar”; presented in conjunction with R. V. Buric Construction Management Consultants, Inc., Toledo, OH; 06/08/94
- “It Could Happen to You!”; Claims Study Workshop presented in conjunction with The DenMark Group, Toledo, OH; 03/16/94
- “Alternative Dispute Resolution Options”; Cleveland Bar Association, Continuing Legal Education Seminar, Cleveland, OH; 02/09/94
- “Utilizing the Partnering Process and Alternative Dispute Resolution Options”; segment of “Partnering and the Construction Industry,”

- American Arbitration Association Annual ADR Day Program, Cleveland, OH; 10/22/93
- “No Damage for Delay Clauses and Municipal Residential Requirements”; segment of Cuyahoga County Law Director’s President’s Day Workshop, Cleveland, OH; 02/15/93
- “Preparing a Contract for Today’s Market”; segment of “Streamlining the Construction Process; Comparison of Construction Manager and General Contractor,” Real Estate Section, Cleveland Bar Association, Continuing Legal Education Seminar, Cleveland, OH; 11/24/92
- “Win/Win Alternates for Avoiding Construction Disputes”; ICSC Centerbuild Conference, Ft. Lauderdale, FL; 10/26/92
- “Preparing a Contract for Today’s Market”; segment of “Recent Trends in Construction Law,” Ohio CLE Institute, Continuing Legal Education Seminar, Cincinnati, OH 01/16/92; Columbus, OH 01/24/92; Cleveland, OH 01/30/92
- “Dispute Resolution”; segment of “Recent Trends in Construction Law,” Ohio CLE Institute, Continuing Legal Education Seminar, Cincinnati, OH 01/16/92; Columbus, OH 01/24/92
- “Resolving Construction Disputes -- Talk is Cheaper”; ICSC Centerbuild Conference, Phoenix, AZ; 11/22/91
- “How to Avoid Legal Entanglements in Construction”; a seminar series sponsored by The Builders Exchange, presented in six, weekly, 2½-hour sessions, Cleveland, OH; 10/15/91-11/19/91
- “Using ADR Processes in Business Cases”; panelist in segment of “Alternative Dispute Resolution: Choosing and Using ADR Processes,” Case Western Reserve University School of Law, Cleveland, OH; 09/26/91
- “The Prevention and Resolution of Construction Contract Disputes”; Ohio State University, Continuing Legal Education Seminar, Columbus, OH; 07/11/91
- “Construction Law”; Cincinnati Bar Association, Continuing Legal Education Seminar, Cincinnati, OH; 06/14/91
- “Conceptualizing the Project and Negotiating the Contract for Construction”; Columbus Bar Association, Real Property Law Institute, Columbus, OH; 02/14/91
- “Dispute Resolution Alternatives in Construction Contracts”; ICSC Centerbuild Conference, Ft. Lauderdale, FL; 12/01/90
- “Construction and Completion”; Cleveland Bar Association 1990 Real Estate Law Institute, Cleveland, OH; 10/05/90
- “Construction Claims,” presented in conjunction with Roy L. Wilson, P.E; co-sponsored by the University of Toledo Division of Continuing Education and Pepperdine University School of Law, Cleveland, OH; 04/27/90
- “The ‘Home Rule’ Controversy”; OCC/NIBS Sixth Annual Fall Conference (Panelist), Columbus, OH; 12/08/89
- “Construction Contract Issues”; ICSC Centerbuild Conference, Tucson, AZ; 12/01/89

- “Construction Disputes and Claims”; presented in conjunction with R. V. Buric Construction Consultants, Inc., sponsored by Ohio Building Chapter, AGC, Cleveland, OH; 11/16/89-11/17/89
- “Joint Venturing for MBEs”; Cleveland State University MBE Opportunity Exchange, Cleveland, OH; 09/12/89
- “Dispute Resolution Alternatives in Construction Contracts”; Housing and Construction Law Committee, Cincinnati Bar Association, Cincinnati, OH; 05/09/89
- “Construction Contracts: Approaches, Pitfalls and Solutions”; ICSC Centerbuild Conference, Ft. Lauderdale, FL; 12/01/88
- “Legal Pitfalls for the Construction Contractor”; American Institute of Estimating Engineers Dinner/Lecture Series, Cleveland, OH; 10/12/88
- “Representing the Builder in an ADR Proceeding”; Center for Public Resources ADR in Construction Disputes Seminar, Cleveland, OH; 08/12/88
- “Construction Arbitration”; American Institute of Estimating Engineers Dinner/Lecture Series, Cleveland, OH; 03/08/88
- “Representing the Builder in the Negotiation of a Construction Contract”; Cuyahoga County Bar Association Real Estate Seminar, Cleveland, OH; 02/11/88

Awards and Honors

- 2012 Cleveland Litigation - Construction Lawyer of the Year - *The Best Lawyers in America*
- Ranked as one of America’s Leading Construction Lawyers (and the Leading Construction Lawyer in Ohio), *Chambers USA: Guide to America’s Leading Business Lawyers*, 2003 - 2011
- Selected for inclusion in *Super Lawyers* by *Ohio Super Lawyer* magazine in 2006 - 2012
- Named as one of the top 10 lawyers in the United States in Construction Law, *Legal 500*, 2011
- Listed in *The Best Lawyers in America*
- American Arbitration Association Special Award for Dedicated Service to Alternative Dispute Resolution in the Construction Industry – 1997

CLEVELAND BUSINESS

WWW.CRAINSCLEVELAND.COM

INSIGHT



JANET CENTURY

Jeffrey Appelbaum and Project Management Consultants' work with pro sports facilities has drawn rave reviews from clients, including the Minnesota Twins, who will open the new Target Field for the 2010 season.

AHEAD OF THE FIELD

Thompson Hine subsidiary makes name for itself by working out complex details of publicly financed stadiums

By JAY MILLER
jmillercrain.com

Attorney Jeffrey Appelbaum roots for Cleveland's pro sports teams. But that hasn't stopped him from spending a large part of his working life improving the lot of more than a dozen competing franchises.

Mr. Appelbaum is a partner at the Thompson Hine LLP law firm and chairman of its construction law group. But he's also managing partner of Project Management Consultants LLC, or PMC, a law firm subsidiary formed in 1997 that helps pro teams build stadiums and extract the most financial benefit from them.

Covering half the 36th floor at Key

Tower in downtown Cleveland, PMC is a team of 16 lawyers, architects, engineers and support staff that specializes in advising executives in charge of the construction of publicly financed buildings. Locally, the buildings range from the A.M. McGregor nursing home in East Cleveland to the Rock and Roll Hall of Fame and Museum's library building at Cuyahoga Community College.

But the firm's specialty is sports facilities.

Of five Major League Baseball stadiums now under construction or ramping up, PMC is involved in two — Target Field, which is slated to be ready for the first Minnesota Twins game of the 2010 season, and the planned new home in Miami of the Florida Marlins. It's also working on a new football stadium for the San Francisco 49ers and new arenas

PMC'S PORTFOLIO

CURRENT PROJECTS:

■ **Target Field, Minnesota Twins**

Stage: will open for 2010 season

■ **Florida Marlins**

Stage: Miami and Miami-Dade County commissioners are expected to vote on final contracts between Thanksgiving and Christmas

■ **San Francisco 49ers**

Stage: in limbo; team weighing a move to Santa Clara, though San Francisco will present proposal in early 2009. Construction could be complete by 2013

■ **Pittsburgh Penguins**

Stage: will open for 2010-2011 season

■ **Orlando Magic**

Stage: will open for 2010-2011 season

PAST PROJECTS:

■ **Busch Stadium, St. Louis Cardinals**

■ **PNC Park, Pittsburgh Pirates**

■ **Miller Park, Milwaukee Brewers**

■ **Progressive Field, Cleveland Indians**

SOURCES: MIAMI HERALD; SAN FRANCISCO CHRONICLE; PITTSBURGH POST-GAZETTE; ORLANDO SENTINEL



Mario J. Suarez

Partner

**Real Estate
International**

335 Madison Avenue
12th Floor
New York, New York 10017-4611
Email: Mario.Suarez@ThompsonHine.com
Phone: 212.908.3930 / Fax: 212.344.6101

Professional Experience

Mario is a partner in the firm's Real Estate practice group. He has considerable experience in complex commercial real estate transactions, construction, and domestic and international commercial transactions. He focuses his practice in the following areas: acquisition and disposition of commercial buildings and building portfolios; office and retail leasing and related transactions on behalf of owners and tenants; representation of institutional and non-institutional equity investors; joint venture transactions; representation of lenders and borrowers with respect to construction and permanent loans and structured financings; workouts and restructurings; construction and design relationships; sale-leaseback and ground lease development and financings; international real estate development; zoning, land-use and landmark designation matters. He also has related corporate transaction and litigation experience.

Mario is licensed to practice in the state of New York.

Representative Matters

Leasing

- Representation of national real estate owner/investor in the leasing of New York and Connecticut office/mixed-use building regional portfolio. Recently concluded several leases with hedge funds and other financial institutions aggregating over 300,000 rsf.
- Representation of foreign pension fund owner in leasing of major New York City office building.
- Representation of real estate fund owner in leasing of New York City office building.
- Representation of prominent owner/investor in the leasing of Connecticut mixed-use building and New York City midtown office building.
- Representation of office building owner in office lease of approximately 55,000 square feet, including major renovations and work by the owner.
- Representation of international reinsurance company in 85,000 rsf and 50,000 rsf subleases of New York City office building.
- Representation of New York City law firm in 90,000 rsf sublease of office space.

- Representation of international law firm in major multi-city leases of office space.
- Representation of international pharmaceutical company as tenant in a 100,000 square foot office lease in the Midwest.
- Representation of international pharmaceutical company as tenant in a 115,000 square foot sublease in New Jersey.
- Representation of specialty retailer in leasing of national store locations.
- Disposition of office lease locations in New York, Los Angeles, Chicago, Dallas, San Francisco, Austin, Montreal, Singapore and Paris through sublease and restructurings for international services company.
- Representation of major entertainment company in several leases of studio facilities and office space.

Financings

- Representation of joint venture comprised of a national REIT, a shopping mall developer and major investment bank in multistate financing of net lease locations.
- Representation of international real estate financier in connection with contemplated securitization of convertible mortgage loan on New York City "trophy property."
- Representation of investor/operator in structured financing of more than 100 New York City locations.
- Representation of money center banks in multistate secured financings of commercial properties.
- Representation of opportunity fund investor in multi-property financing of distressed assets.

Acquisition, Disposition and Development

- Representation of international bank in disposition of landmark New York City headquarters office building.
- Representation of international developer/investor in disposition of office park portfolio in Connecticut, New Jersey and Maryland.
- Representation of international merchant bank in acquisition and disposition of office and mixed-use buildings in Palm Beach, Seattle and Dallas.
- Representation of investors in acquisition of membership interests in net lease sites.
- Representation of national investor/operator in acquisition of assets in bankruptcy and acquisition of designation rights in bankruptcy.
- Representation of development partnership in the acquisition of development rights and development of residential condominium building.
- Representation of regional hotel developer/operator in development of suburban hotel.
- Representation of low-income housing developer in complex acquisition, financing and redevelopment of major New York City and Florida Projects involving public and private mortgage financing, low-income housing tax credits and private equity investments.

- Representation of major international corporations in acquisitions, leases and financings of major office and commercial buildings.
- Representation of high net worth individuals in real estate transactions.

Construction

- Representation of major media company in construction of printing facilities in several states and retrofit of headquarters building.
- Representation of prominent cultural institutions in dozens of major capital projects.
- Representation of institutional owners in construction and reconstruction of office, industrial and warehouse facilities.
- Representation of industrial corporations in national and international design-build projects.
- Consultant to New York metropolitan-area university in connection with several construction projects.

Education

- Fordham University School of Law; J.D.; 1981; Member, *Fordham Law Review*, Member, Moot Court Board
- City University of New York; B.A.; 1975; Dean's List, President's Fund Scholar

Community Activities

- New York Law Institute: Executive Committee (2005-present)
- Health Care Chaplaincy: Trustee (2009-present)
- United Neighborhood Houses of New York, Inc.: Director (1992-2008); President (1992-1995); Secretary and General Counsel (1989-1992)
- The Broadway Association, Inc.: Director (1991-2005)
- New York City Economic Development Corporation: Director (1992-1993)
- Member, ALI-ABA Real Estate Advisory Panel (2011)

Publications

- Co-Author, "Green Buildings/Green Lease" · *New York Law Journal* · June 2011
- "Real Estate Investment in China" · *The Real Estate Finance Journal* · Spring 2009
- "Green Leases" · International Bar Association, Real Estate Section · February 2009
- Co-Author, "Green Retail: Gaining Momentum" · International Bar Association, Real Estate Section · February 2009
- "Condo 'Bulk Sale' Cases: Transfer Tax Rate Confusion" · *New York Law Journal* · November 2006
- Co-Author, "Mitigating the Risks in Real Estate Mezzanine Finance" · *Bank & Lender Liability* · October 2006
- Co-Author, "Managing Risk in Real Estate Mezzanine: An Overview" · *Real Estate Finance & Investment* · October 2006
- "The Construction Contracts Act of 2002" · *Real Estate Review* · February 2003

- “The Terrorism Risk Insurance Act” · *New York Law Journal* · Vol. 15 No. 8 · January 2003

Presentations

- “Acquisition of Real Estate Distressed Debt”; IBA Real Estate Conference, Miami; 2011

Awards and Honors

- Listed in *Legal 500* in Real Estate, 2011
- Selected for inclusion in *The Best Lawyers in America*, Real Estate
- Selected for inclusion in New York *Super Lawyers*® magazine (Real Estate)
- Selected for inclusion in *Chambers USA: America's Leading Lawyers for Business*, Real Estate (New York)

Foreign Language

- French
- Spanish



Patrick J. Sweeney

Partner

**Construction
Real Estate**

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Professional Experience

Pat is a partner with Thompson Hine LLP's Construction and Real Estate practice groups. His practice involves all aspects of commercial real estate, including purchases and sales, financing and leasing. A significant portion of his work involves "front end" aspects of construction projects, including preparation and review of construction documents, negotiation of construction and design professional agreements, and project management counseling in a wide variety of projects, including regional shopping malls, industrial projects, offices and hotels and sports venues such as Major League Baseball parks, National Basketball Association arenas and National Hockey League arenas. He has prepared and negotiated agreements on behalf of architects, engineers, owners and contractors. Mr. Sweeney is co-chair of the Construction Subcommittee of the Real Estate Section of the Cleveland Bar Association and has lectured extensively on construction contracting issues with a variety of trade groups, the American Arbitration Association, the American Bar Association, the Ohio State Bar Association and the Cleveland Metropolitan Bar Association.

Education

- Cleveland-Marshall College of Law; J.D.; 1986
- College of Wooster; B.A.; 1980

Professional Associations

- American Bar Association · Forum on Construction Industry and Real Property Section
- Ohio State Bar Association · Member, Real Property Section
- Cleveland Metropolitan Bar Association · Member, Real Estate Section

Publications

- Contributing author of the *Baldwin's Ohio Construction Law Manual* · WEST/Thomson Reuters · February 2009
- Co-author, "Contractor Licensing Law" in *The Architect's Guide to Design-Build Services* (American Institute of Architects 2003 ed.)
- "Coverage Won't Come Cheap, but It's Essential" · *Crain's Cleveland Business* · August 12-18, 2002

Presentations

- "Surety Bonds and Insurance Issues" for Masters Seminar sponsored by Thompson Hine LLP; Cleveland, Ohio; November 2010

- “Update on Ohio Construction Reform” · Construction Owners Association of America; Cleveland, Ohio; April 2010
- “Insurance and Risk Management Issues” section of “AIA Contracts and Beyond” · Lorman Seminar; Cleveland, Ohio; May 2009
- “Construction Lending from the Ground Up”; American Bar Association, Boston Program; October 2004
- “Insurance, Bonds and Indemnifications for Construction Projects”; Sterling Education Seminars; October 2004
- “Selected Construction Insurance”; 2003 ICSC Ohio, Kentucky, Indiana Symposium; June 20, 2003
- “When Casualty Strikes Your Construction Project: Insurance and Workout Issues”; American Bar Association, Washington D.C., 2002
- “Key Clauses in Construction Contracts and Architectural Agreements”; Ohio State Bar Association; July 2001
- “Selected Issues in Construction Contracts”; Cleveland Bar Association; June 2000

**Awards and
Honors**

- Listed in *The Best Lawyers in America* (Construction Law) 2003 to present
- Selected for inclusion in *Super Lawyers* by *Ohio Super Lawyer* magazine in 2004 to present
- Selected for inclusion in *Chambers USA: America’s Leading Lawyers for Business*, Construction, Ohio, 2010 to present
- Listed in *Legal 500* in Construction, 2011



Heather A. Stakich

Associate

**Construction
Real Estate**

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Cleveland, Ohio 44114-1291
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Professional Experience

Ms. Stakich focuses her practice on representing owners, developers, contractors, architects and other construction professionals in all aspects of construction and development projects. As a transactional attorney, a significant portion of her work involves counseling clients with selection of project delivery systems, preparing and reviewing construction documents, negotiating construction and design professional agreements, and project management counseling for a wide variety of public and private projects, including sports facilities, power plants, government buildings, museums, mixed-use developments, regional shopping malls and offices. Ms. Stakich also has experience in several aspects of commercial real estate, including the acquisition and sale of real estate, financing, leasing and other general real estate matters. Ms. Stakich is a member of the Ohio State Bar Association and the Cleveland Metropolitan Bar Association.

Representative Matters

- Represented Minnesota Twins, Pittsburgh Penguins, Orlando Magic, and Florida Marlins in connection with construction and development of their new major league facilities.
- Represented Pittsburgh Pirates in connection with renovation of its spring training facility.
- Represented Lucas County, Ohio in connection with construction and development of its new sports arena.
- Acted as construction and risk management counsel for super critical coal fired power plant owners in development of additional facility.
- Served as project counsel to several corporations and non-profits in negotiating design and construction agreements for new headquarter facilities.
- Assisted in eminent domain proceedings for a significant downtown development project.
- Served as project counsel and prepared front end documents for a multi-million dollar development project that included office, hotel, residential and retail.
- Prepared and negotiated design and construction agreements on behalf of the owner relating to \$16,000,000 mixed use development.

- Represented owner in connection with HUD apartment project acquisition and redevelopment.
- Drafted and negotiated several office, warehouse and distribution center leases on behalf of owners and tenants.
- Represented owner in litigation and arbitration of claims arising out of the design and construction of a polymer plant in Marietta, Ohio.
- Represents owners, architects, engineers and contractors in all facets of real estate finance, development and construction.
- Advise design and construction professionals on various contract, claim avoidance, and claim prosecution issues.

Education

- Case Western Reserve University School of Law; J.D.; 2005; cum laude; Case Western Reserve National Moot Court Team; Case Western Reserve Dunmore Moot Court Competition Board
- Cornell University; B.A.; 1998; graduated with distinction

**Professional
Associations
Community
Activities**

- Urban Land Institute
- Thinking Beyond Borders, Board Member 2006-2009
- Help Foundation, Inc., Board Member 2009-current

Publications

- Contributing author of the *Baldwin's Ohio Construction Law Manual* · WEST/Thomson Reuters · February 2009

Presentations

- Presenter, Lorman Seminar, "AIA Contracts 2007 and Beyond"; May 14, 2009

Fees – Rate Chart

We pride ourselves on combining the sophistication and experience of a large firm with the cost-effective legal representation, responsiveness and personal dedication of a regional firm. Instead of billing at our standard hourly rates, we would bill Erie County at our discounted preferred hourly rates, which vary among our lawyers but are, on average, approximately 10 percent lower than our standard hourly rates. The current preferred hourly rates for the lawyers we are proposing to serve Erie County are set forth in the table below.

Name Status	Hourly Billing Rate
Jeffrey R. Appelbaum Partner	\$635
Mario J. Suarez Partner	\$610
Patrick J. Sweeney Partner	\$530
Heather A. Stakich Associate	\$280

References

Mr. Jerry Bell, President
Twins Sports, Inc.
34 Kirby Puckett Place
Minneapolis, MN 55415
612.375.7400

Mr. John F. Loyd, Owner's Representative
Florida Marlins Baseball Club
1380 NW 6th Street
Miami, FL 33125
305.325.4028

Mr. Larry MacNeil, Chief Financial Officer
San Francisco 49ers
4949 Centennial Blvd.
Santa Clara, CA 95054
408.562.4986

Conflicts of Interest

We appreciate our clients' and prospective clients' concerns regarding potential conflicts of interest, and we take our obligations with respect to conflicts of interest very seriously. We process multiple levels of conflict checks for each new client and matter to ensure that if a conflict – or even a potential conflict – exists, it is handled appropriately. Additionally, we utilize various internal controls (ethical screens, etc.) to ensure that no client is adversely affected by our representation of any other client.

Our conflict system lists no matters presenting a current conflict of interest in representing The County of Erie, New York.

SCHEDULE "A"

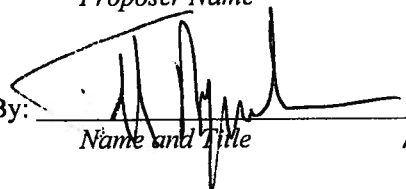
PROPOSER CERTIFICATION

The undersigned agrees and understands that this proposal and all attachments, additional information, etc. submitted herewith constitute merely an offer to negotiate with the County of Erie and is NOT A BID. Submission of this proposal, attachments, and additional information shall not obligate or entitle the proposing entity to enter into a service agreement with the County of Erie for the required services. The undersigned agrees and understands that the County of Erie is not obligated to respond to this proposal nor is it legally bound in any manner whatsoever by the submission of same. Further, the undersigned agrees and understands that any and all proposals and negotiations shall not be binding or valid against the County of Erie, its directors, officers, employees or agents unless an agreement is signed by a duly authorized officer of the County of Erie and, if necessary, approved by the Erie County Legislature and the Office of the County Attorney.

It is understood and agreed that the County of Erie reserves the right to reject consideration of any and all proposals including, but not limited to, proposals which are conditional or incomplete. It is further understood and agreed that the County of Erie reserves all rights specified in the Request for Proposals.

It is represented and warranted by those submitting this proposal that except as disclosed in the proposal, no officer or employee of the County of Erie is directly or indirectly a party to or in any other manner interested in this proposal or any subsequent service agreement that may be entered into.

Jeffrey R. Appelbaum
Proposer Name

By:  PARTNER
Name and Title



THOMHIN-01

CHBE

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

2/3/2012

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER The James B. Oswald Company 1360 East 9th Street, #600 Cleveland, OH 44114-1730		(216) 367-8787	CONTACT NAME: Carmen Edgehouse PHONE (A/C, No, Ext): (216) 658-5202 FAX (A/C, No): (216) 658-5203 E-MAIL ADDRESS: cedgehouse@oswaldcompanies.com
INSURED Thompson Hine LLP Two Alliance Center 3560 Lenox Road, Suite 1600 Atlanta, GA 30326-		INSURER(S) AFFORDING COVERAGE INSURER A: Great Northern Insurance Co. INSURER B: Federal Insurance Company INSURER C: INSURER D: INSURER E: INSURER F:	

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> GENERAL LIABILITY			35287522	10/1/2011	10/1/2012	EACH OCCURRENCE \$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY		DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000				
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR		MED EXP (Any one person) \$ 10,000				
			PERSONAL & ADV INJURY \$ 1,000,000				
	GEN'L AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE \$ 2,000,000
	<input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC						PRODUCTS - COMP/OP AGG \$ Included
B	<input type="checkbox"/> AUTOMOBILE LIABILITY			73022950	10/1/2011	10/1/2012	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000
	<input type="checkbox"/> ANY AUTO		BODILY INJURY (Per person) \$				
	<input type="checkbox"/> ALL OWNED AUTOS	<input type="checkbox"/> SCHEDULED AUTOS	BODILY INJURY (Per accident) \$				
	<input checked="" type="checkbox"/> HIRED AUTOS	<input checked="" type="checkbox"/> NON-OWNED AUTOS	PROPERTY DAMAGE (Per accident) \$				
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> EXCESS LIAB			79660048	10/1/2011	10/1/2012	EACH OCCURRENCE \$ 5,000,000
	<input type="checkbox"/> CLAIMS-MADE		AGGREGATE \$ 5,000,000				
	<input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$		\$				
B	<input type="checkbox"/> WORKERS COMPENSATION AND EMPLOYERS' LIABILITY			70219818	10/1/2011	10/1/2012	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTH-ER
	<input type="checkbox"/> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	Y/N <input type="checkbox"/>	E.L. EACH ACCIDENT \$ 1,000,000				
	<input type="checkbox"/> If yes, describe under DESCRIPTION OF OPERATIONS below	N/A	E.L. DISEASE - EA EMPLOYEE \$ 1,000,000				
			E.L. DISEASE - POLICY LIMIT \$ 1,000,000				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, If more space is required)

CERTIFICATE HOLDER**CANCELLATION**

County of Erie
95 Franklin Street
Buffalo, NY 14202-

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Belinda Chosha

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